

Goodrich Law Firm, P.C.

P.O. Box 1899
2619 ST. Johns Ave, Suite F
Billings, MT 59103-1899

Phone: 406-256-3663

Fax: 406-256-3660

Southern Montana Electric Coop
3521 Gabel Road #5
Billings, MT 59102

Re: Chapter 11 Filing

| Date | Description | Qty | Rate | Amount |
|--------|--|-----|------|--------|
| | Case Administration | | | |
| 6/2/14 | Prep and conf w/expert M. Hofer re: valuation. MHG | .8 | 300 | 240.00 |
| 6/2/14 | Prep motion to ratify employment. MHG | .3 | 300 | 90.00 |
| 6/2/14 | Conf w/atty Freedlander re: Energy West Strategy. MHG | .4 | 300 | 120.00 |
| 6/2/14 | Initial prep of Stipulation w/UCC. MHG | .4 | 300 | 120.00 |
| 6/2/14 | Conf w/atty Erhman of Energy West re: stipulation of facts. MHG | .7 | 300 | 210.00 |
| 6/2/14 | Review of Stipulation of facts drafts for Energy West Claim. MHG | 2.6 | 300 | 780.00 |
| 6/2/14 | Attend SME board meeting. MHG | 1.4 | 300 | 420.00 |
| 6/2/14 | Conf w/C. Boysun at Debtor re: tax assessment letter from MDOR of 5/21/14. MHG | .3 | 300 | 90.00 |
| 6/2/14 | Conf w/atty Freedlander re: tax assessment. MHG | .2 | 300 | 60.00 |
| 6/2/14 | Conf w/atty Freedlander re: tax assessment issue (2nd call). MHG | .3 | 300 | 90.00 |
| 6/3/14 | Conf w/objector Bruce Austin re: concerns w/bankruptcy. MHG | 1.6 | 300 | 480.00 |

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| 6/3/14 | Prep stipulation for claim resolution with PPL. MHG | 1.2 | 300 | 360.00 |
| 6/3/14 | Prep stipulation for claim resolution with UCC. MHG | 1.3 | 300 | 390.00 |
| 6/3/14 | Prep revision for Plan para. 104. re: release. MHG | .4 | 300 | 120.00 |
| 6/3/14 | Review incoming emails. MHG | .4 | 300 | 120.00 |
| 6/3/14 | Review atty Parks correspondence re: Energy West. MHG | 1.6 | 300 | 480.00 |
| 6/3/14 | Conf w/Mgr Sweeney re: ACES and Pasco Engineering for RFP power issues. MHG | .4 | 300 | 120.00 |
| 6/3/14 | Emails w/atty Erhman for Energy West re: stipulation of facts. MHG | .4 | 300 | 120.00 |
| 6/3/14 | Email to atty Freedlander re: Energy West Strategy issues. MHG | .9 | 300 | 270.00 |
| 6/4/14 | Conf w/atty Freedlander re: Energy West Stipulation of fact issues. MHG | .4 | 300 | 120.00 |
| 6/4/14 | Revise Energy West stipulation of facts and memo to atty for Energy West. MHG | 1.4 | 300 | 420.00 |
| 6/4/14 | Conf w/atty Patten for contractors re: settlement. MHG | .5 | 300 | 150.00 |
| 6/4/14 | Conf w/Trustee Boyd re: status issues. MHG | .8 | 300 | 240.00 |
| 6/4/14 | Emails w/atty Erhman of Energy West re: Stipulated facts. MHG | .4 | 300 | 120.00 |
| 6/5/14 | Prep and revise stipulations w/PPL and UCC. MHG | 2.2 | 300 | 660.00 |
| 6/5/14 | Prep Orders for PPL and UCC stipulations. MHG | .6 | 300 | 180.00 |
| 6/5/14 | Conf w/atty Erhman re: Energy West stipulation. MHG | .5 | 300 | 150.00 |
| 6/5/14 | Review and respond to emails re: Energy West fact stipulation. MHG | .8 | 300 | 240.00 |
| 6/5/14 | Conf w/atty Patten re: contractor lien issues. MHG | .5 | 300 | 150.00 |

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| 6/5/14 | Review revised contractor lien stipulation. MHG | .6 | 300 | 180.00 |
| 6/5/14 | Review incoming revisions to plan supplement docs. MHG | 1.3 | 300 | 390.00 |
| 6/6/14 | Conf w/atty Freedlander re: stip of facts and other issues. MHG | .5 | 300 | 150.00 |
| 6/6/14 | Revisions to Energy West stipulation of facts. MHG | 1.1 | 300 | 330.00 |
| 6/6/14 | Review incoming draft agreements regarding plan supplement docs. MHG | 2.3 | 300 | 690.00 |
| 6/6/14 | Conf w/trustee Boyd re: hearing issues. MHG | .5 | 300 | 150.00 |
| 6/6/14 | Emails w/counsel re: various stipulations. MHG | .8 | 300 | 240.00 |
| 6/6/14 | Revise stipulation w/PPL. MHG | .4 | 300 | 120.00 |
| 6/6/14 | Conf w/atty Patten re: construction lien claim issues. MHG | .4 | 300 | 120.00 |
| 6/6/14 | Conf w/atty Freedlander and member counsel re: changes to various plan supplement documents. MHG | 1.2 | 300 | 360.00 |
| 6/6/14 | Prepare order for stipulation w/Energy West and Noteholders. MHG | .8 | 300 | 240.00 |
| 6/6/14 | Prepare orders for PPL and UCC stipulations. MHG | .6 | 300 | 180.00 |
| 6/6/14 | Initial review of incoming revised liquidation analysis. MHG | .5 | 300 | 150.00 |
| 6/7/14 | Revise stipulation w/Noteholders and prep order for same. MHG | .5 | 300 | 150.00 |
| 6/10/14 | Conf w/atty Freedlander re: status. MHG | .4 | 300 | 120.00 |
| 6/10/14 | Review and comment on liquidation analysis. MHG | .6 | 300 | 180.00 |
| 6/10/14 | Prep proposed Order for lienholder stipulation. MHG | .3 | 300 | 90.00 |
| 6/10/14 | Prep exhibit list. MHG | .8 | 300 | 240.00 |

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| 6/10/14 | Prep witness list. MHG | .3 | 300 | 90.00 |
| 6/10/14 | Prep request for Judicial Notice. MHG | .3 | 300 | 90.00 |
| 6/10/14 | Review incoming changes to plan Supplement docs. MHG | .5 | 300 | 150.00 |
| 6/10/14 | Emails w/atty Dye of UCC re: hearing. MHG | .3 | 300 | 90.00 |
| 6/10/14 | Emails w/atty Patten re: hearing. MHG | .3 | 300 | 90.00 |
| 6/10/14 | Email to potential witnesses for confirmation hearing re: testimony issues. MHG | .8 | 300 | 240.00 |
| 6/10/14 | Response to Harper Hofer re: revised liquidation analysis. MHG | 1.4 | 300 | 420.00 |
| 6/11/14 | Revise contract assumption exhibits w/email to accountant Boysun. MHG | .4 | 300 | 120.00 |
| 6/11/14 | Conf call w/Noteholders attys and counsel Freedlander re: pending issues for confirmation hearing. MHG | .5 | 300 | 150.00 |
| 6/11/14 | Prep amended exhibit A. pleading. MHG | .2 | 300 | 60.00 |
| 6/11/14 | Emails w/counsel re: new construction lien. MHG | .8 | 300 | 240.00 |
| 6/11/14 | Review new construction lien. MHG | .5 | 300 | 150.00 |
| 6/12/14 | Prep for confirmation hearing by reviewing case matters. MHG | 3.6 | 300 | 1080.00 |
| 6/12/14 | Confs w/counsel for Noteholders, review and respond to numerous emails re: amortization issues. MHG | 2.9 | 300 | 870.00 |
| 6/12/14 | Conf w/expert Hofer re: liquidation issues. MHG | .6 | 300 | 180.00 |
| 6/12/14 | Review revised supplement documents. MHG | 2.1 | 300 | 630.00 |
| 6/12/14 | Additional prep for hearing. MHG | 2.7 | 300 | 810.00 |
| 6/12/14 | Review incoming emails and documents re: supplement docs. MHG | .7 | 300 | 210.00 |

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| 6/12/14 | Conf w/atty Stein re: supplements, stipulation and liquidation analysis. MHG | .5 | 300 | 150.00 |
| 6/13/14 | Prep for and attend Hearing on Confirmation. MHG | 3.9 | 300 | 1170.00 |
| 6/13/14 | Revise report on Monthly Operating Report. MHG | .3 | 300 | 90.00 |
| 6/13/14 | Conf w/C. Boysun at Debtor. MHG | .4 | 300 | 120.00 |
| 6/13/14 | Emails w/Noteholders attys re: post hearing matters. MHG. | .4 | 300 | 120.00 |
| 6/16/14 | Conf w/atty Freedlander and atty Alter re: plan finalization issues. MHG | .7 | 300 | 210.00 |
| 6/16/14 | Attend board meeting. MHG | 1.7 | 300 | 510.00 |
| 6/16/14 | Email to Noteholders atty re: Energy West issues. MHG | .3 | 300 | 90.00 |
| 6/16/14 | Review and respond to incoming emails re: amortization. MHG | .4 | 300 | 120.00 |
| 6/17/14 | Conf call w/Noteholders and atty Freedlander re: resolution of Energy West issues. MHG | .7 | 300 | 210.00 |
| 6/17/14 | Conf w/Mgr Sweeney, Accountant Boysun and atty Freedlander re: amortization issue. MHG | .6 | 300 | 180.00 |
| 6/17/14 | Prep for and attend board meeting. MHG | 1.6 | 300 | 480.00 |
| 6/17/14 | Review and respond to incoming emails. MHG | .5 | 300 | 150.00 |
| 6/17/14 | Conf w/atty Erhman of Energy West re: resolution of possible appeal. MHG | .5 | 300 | 150.00 |
| 6/17/14 | Review and respond to emails w/Noteholders. MHG | .6 | 300 | 180.00 |
| 6/17/14 | Review revised budget amortization. MHG | .6 | 300 | 180.00 |
| 6/18/14 | Conf w/atty Freedlander re: closing issues. MHG | .6 | 300 | 180.00 |
| 6/18/14 | Prep notices of compliance, proof indenture revised, prep stip and | 2.3 | 300 | 690.00 |

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| | order changes re: ATCO. MHG | | | |
| 6/18/14 | Review and prep comments on closing checklist. MHG | .9 | 300 | 270.00 |
| 6/18/14 | Conf w/C. Boysun at Debtor re: budget issues. MHG | .4 | 300 | 120.00 |
| 6/18/14 | Review and respond to incoming emails. MHG | 1.1 | 300 | 330.00 |
| 6/18/14 | Prep confirmation order revisions. MHG | .4 | 300 | 120.00 |
| 6/19/14 | Conf w/closing parties re: Effective date requirements. MHG | 1.5 | 300 | 450.00 |
| 6/19/14 | Meeting w/Mgr Sweeney and accountant Boysun re: effective date issues. MHG | 1.1 | 300 | 330.00 |
| 6/19/14 | Review and respond to various effective date emails. MHG | .9 | 300 | 270.00 |
| 6/19/14 | Conf w/atty Freedlander re: claims and closing issues and duties. MHG | .4 | 300 | 120.00 |
| 6/20/14 | Review and respond to incoming emails re: closing. MHG | .5 | 300 | 150.00 |
| 6/20/14 | Emails with Debtor re: RFP. MHG | .4 | 300 | 120.00 |
| 6/20/14 | Emails with member counsel re: meeting. MHG | .3 | 300 | 90.00 |
| 6/20/14 | Emails with Mgr Sweeney re: RFP. MHG | .3 | 300 | 90.00 |
| 6/24/14 | Reply to email from Mgr Sweeney. MHG | .2 | 300 | 60.00 |
| 6/24/14 | Review and respond to various emails from Beartooth atty and other member counsel re: 60 day extension of effective date. MHG | .8 | 300 | 240.00 |
| 6/24/14 | Respond to PPL atty email re: dismissal of case. MHG | .3 | 300 | 90.00 |
| 6/24/14 | Review emails regarding terms for Energy West Stip. MHG | .4 | 300 | 120.00 |
| 6/25/14 | Review and respond to emails re: closing and release. MHG | .8 | 300 | 240.00 |

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| 6/26/14 | Prep for and attend board meeting via conf call. MHG | .9 | 300 | 270.00 |
| 6/12/14 | Conf w/atty Goodrich re: supplements, stipulation and liquidation analysis. MWS | .5 | N/C | 0.00 |
| 6/12/14 | Conf w/Lela re: same. MWS | .1 | 180 | 18.00 |
| 6/12/14 | Reviewed emails docket re: same. MWS | .4 | 180 | 72.00 |
| 6/12/14 | Drafted amended plan supplement index. MWS | .5 | 180 | 90.00 |
| 6/12/14 | Drafted supplement liquidation analysis. MWS | .5 | 180 | 90.00 |
| 6/12/14 | Reviewed email re: liquidation analysis and filed same. MWS | .4 | 180 | 72.00 |
| 6/12/14 | Reviewed email re: amended plan supplement; revised same and Emailed atty Goodrich re: same. MWS | .3 | 180 | 54.00 |
| 6/12/14 | Finalized and filed amended plan supplement. MWS | .3 | 180 | 54.00 |
| 6/13/14 | Redacted and filed Monthly Operating Report. MWS | .4 | 180 | 72.00 |
| 6/17/14 | SME Board Conf call. MWS | .75 | N/C | 0.00 |
| 6/18/14 | Reviewed and responded to email from Lela re: stipulation. MWS | .1 | 180 | 18.00 |
| 6/20/14 | Reviewed and responded to email re: WPC. MWS | .1 | 180 | 18.00 |
| 6/20/14 | Reviewed email re: appeal. MWS | .1 | 180 | 18.00 |
| 6/20/14 | Reviewed and responded to emails re: Pasco. MWS | .2 | 180 | 36.00 |
| 6/20/14 | Drafted app for employment of Pasco. MWS | 1 | 180 | 180.00 |
| 6/22/14 | Finalized app for Pasco and emailed client re: same. MWS | .3 | 180 | 54.00 |
| 6/23/14 | Reviewed and responded to emails re: Pasco. MWS | .3 | 180 | 54.00 |
| 6/23/14 | Revised app fro employment of Pasco and affidavit. MWS | .4 | 180 | 72.00 |

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| 6/23/14 | Finalized and filed app to employ Pasco. MWS | .4 | 180 | 72.00 |
| 6/23/14 | Reviewed emails re: plan confirmation and details. MWS | .2 | 180 | 36.00 |
| 6/23/14 | Reviewed and responded to emails re: Energy West stipulation. MWS | .2 | 180 | 36.00 |
| 6/23/14 | Reviewed Order re: Pasco app and emailed parties re: same. MWS | .2 | 180 | 36.00 |
| 6/23/14 | Drafted proposed Order for Energy West stipulation. MWS | .5 | 180 | 90.00 |
| 6/24/14 | Reviewed and responded to emails re: docs for effective date. MWS | .3 | 180 | 54.00 |
| 6/24/14 | Ordered Cert of Existence from SOS; emailed Mark Freedlander re: same. MWS | .3 | 180 | 54.00 |
| 6/24/14 | Conf w/MDOR atty re: Cert of Good Standing. MWS | .2 | 180 | 36.00 |
| 6/24/14 | Conf w/Carrie Boysun re: Certificate of Good Standing. MWS | .1 | 180 | 18.00 |
| 6/24/14 | Drafted app for Certificate of Good Standing. MWS | .4 | 180 | 72.00 |
| 6/24/14 | Reviewed and responded to emails. MWS | 1 | 180 | 180.00 |
| 6/24/14 | Finalized and filed stipulation and proposed order with Energy West. MWS | .4 | 180 | 72.00 |
| 6/24/14 | Conf w/Patti-bankruptcy clerk re: stipulations. MWS | .2 | 180 | 36.00 |
| 6/24/14 | Finalized and file stipulation and proposed order with Beartooth. MWS | .5 | 180 | 90.00 |
| 6/25/14 | Reviewed and responded to emails. MWS | .4 | 180 | 72.00 |
| 6/26/14 | Conf w/Van Dye re: unsecured distributions; conf w/Mark Freedlander re: same. MWS | .2 | 180 | 36.00 |
| 6/26/14 | Reviewed emails re: distributions to unsecured creditors. MWS | .3 | 180 | 54.00 |

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| 6/26/14 | Conf w/Mark Freedlander re: Certificate of Good Standing and articles; emailed atty Freedlander re: same. MWS | .1 | 180 | 18.00 |
| 6/26/14 | Reviewed emails re: effective date of plan. MWS | .1 | 180 | 18.00 |
| 6/27/14 | Reviewed and responded to emails. MWS | .4 | 180 | 72.00 |
| 6/27/14 | Conf w/Secretary of State re: filing. MWS | .1 | 180 | 18.00 |
| 6/27/14 | Conf w/Carrie re: filing with SOS. MWS | .1 | 180 | 18.00 |
| 6/27/14 | Conf w/Kelli re: filing with SOS. MWS | .3 | 180 | 54.00 |
| 6/27/14 | Paid filing fee for amended articles and amended bylaws; Ordered certificate of fact. | .3 | 180 | 54.00 |
| 6/27/14 | Conf w/Mark Freedlander re: Certificate of Fact. MWS | .1 | 180 | 18.00 |
| | Subtotal of Hours & Fees | 98.35 | | \$27606.00 |
| | Costs | | | |
| 5/16/14 | Postage cost for 5/16/14 Mailing of Dscl Stmnt, Plan, Ballot, Order and Exhibits | | | 969.35 |
| 5/30/14 | Postage & Copies for 5/30/14 Mailing of Notice, Order Changing Plan Hearing date and Matrix. | | | 338.53 |
| 6/19/14 | Conf call SME liquidating trust agreement | | | 36.96 |
| 6/27/14 | Filing of Amended Articles & By Laws with Secretary of State | | | 230.00 |
| | Subtotal of Costs | | | \$1,574.84 |
| | Total Costs & Fees | | | \$29,180.84 |

| <u>Matter No.</u> | <u>Matter Description</u> | <u>MHG</u> | <u>MWS</u> | <u>F-S</u> |
|-------------------|---------------------------|--------------------|------------|------------|
| 19-48-01 | Case Administration | 84.4 | 13.95 | 0 |
| | Less NO CHARGE | 0.0 | 1.25 | 0 |
| | TOTAL HOURS | 84.4 | 12.7 | 0 |
| | TIMEKEEPER RATE | \$300 | \$180 | \$80 |
| | TIMEKEEPER FEES | \$25320.00 | \$2286.00 | \$0.00 |
| | | | | |
| | TOTAL FEES \$ | \$27,606.00 | | |

| <u>Individual</u> | <u>Total Hours</u> | <u>Hourly Rate</u> | <u>Compensation</u> |
|-------------------|--------------------|--------------------|---------------------|
| Malcolm Goodrich | 84.4 | \$300 | \$25,320.00 |
| Maggie Stein | 12.7 | \$180 | \$ 2,286.00 |

Total Attorney and Paralegal Fee Compensation Requested: \$27,606.00 plus the indicated costs. Blended hourly rate of attorney time only and attorney fees only = \$284.30/hr.